

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re :  
: DELPHI CORPORATION, et al. :  
: :  
: :  
: :  
: :  
: :  
: :  
Debtors :  
-----X

Case No. 05-44481  
*Chapter 11*, Jointly Administered  
Schedule No. **1608536**  
Claim No. **292** and **2049**  
\$4,019,539.03

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**NOTICE TO TRANSFER OF CLAIM PURSUANT TO FRBP 3001(e)(2)**

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To: ("**Transferor**") Aslan Capital Master Fund, LP  
375 Park Avenue, Suite 1903  
New York, NY 10152

Please take notice that the transfer of 100% of your general unsecured and reclamation Claim(s) (as defined in **Exhibit A** and **B** hereto), in the amount of \$4,019,539.03 in the bankruptcy case referenced above, together with all applicable interest, fees and expenses thereto, has been transferred (unless previously expunged by court order) to:

From: ("**Transferee**") APS Clearing, Inc.  
Attn: Matthew Hamilton  
1301 Capital of Texas Hwy,  
Suite No. B-220  
Austin, Texas 78746

Evidence that Transferor has assigned all of its right, title and interest in the Claim(s) to Transferee is attached hereto as **Exhibit B**.

No action is required if you do not object to the transfer of your claim. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION WITH:

United States Bankruptcy Court  
Southern District of New York  
Attn: Special Deputy Clerk  
One Bowling Green  
New York, NY 10004-1408

If you file an objection a hearing will be scheduled. If you do not file an objection, or it is not timely filed, the transferee will be substituted on the Court's records as the Claimant. SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE.

EXHIBIT A

## EVIDENCE OF TRANSFER

Aslan Capital Master Fund, LP, with an address at 375 Park Ave, Suite 1903, New York, NY 10152 ("**Assignor**") transfers and assigns unto APS Clearing, Inc., its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases<sup>2</sup>, of even date herewith (the "**Agreement**"), all of it's right, title and interest in and to those certain scheduled claims, identified on the attached Schedule, in the aggregate face amount of \$4,233,181.81, as further listed in Schedule F of the Schedules of Assets and Liabilities filed by Delphi Automotive Systems, LLC (the "**Claim**"), in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481, originally assigned by the Original Creditor identified on the attached Schedule to Assignor's Immediate Prior Seller prior to the date hereof.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claim and recognizing the Assignee as the sole owner and holder of the Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of April 21, 2006.

**ASSIGNEE:**

APS CLEARING, INC.  
a Delaware corporation

By: 

Name: Matthew Hamilton  
Title: Managing Director

**ASSIGNOR:**

ASLAN CAPITAL MASTER FUND, LP

By: \_\_\_\_\_

Name:

Title:

<sup>2</sup> Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

EXHIBIT A  
EVIDENCE OF TRANSFER

Aslan Capital Master Fund, LP, with an address at 375 Park Ave, Suite 1903, New York, NY 10152 ("**Assignor**") transfers and assigns unto APS Clearing, Inc., its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases<sup>2</sup>, of even date herewith (the "**Agreement**"), all of it's right, title and interest in and to those certain scheduled claims, identified on the attached Schedule, in the aggregate face amount of \$4,233,181.81, as further listed in Schedule F of the Schedules of Assets and Liabilities filed by Delphi Automotive Systems, LLC (the "**Claim**"), in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481, originally assigned by the Original Creditor identified on the attached Schedule to Assignor's Immediate Prior Seller prior to the date hereof.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claim and recognizing the Assignee as the sole owner and holder of the Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of April 21, 2006.

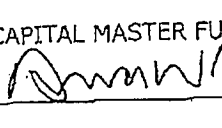
**ASSIGNEE:**

APS CLEARING, INC.  
a Delaware corporation

By: \_\_\_\_\_  
Name: Matthew Hamilton  
Title: Managing Director

**ASSIGNOR:**

ASLAN CAPITAL MASTER FUND, LP

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Name: Bruce W. Gregory  
Title: Managing Director  
Phone: (212) 813-0673

<sup>2</sup> Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

EXHIBIT A

## EVIDENCE OF TRANSFER

Aslan Capital Master Fund, LP, with an address at 375 Park Ave, Suite 1903, New York, NY 10152 ("**Assignor**"), transfers and assigns unto APS Clearing, Inc., its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases, of even date herewith (the "**Agreement**"), all of it's right, title and interest in and to the unsecured portion of those certain proofs of claim, identified on the attached Schedule, in the aggregate face amount of \$4,019,539.03, as further identified in each Original Creditor's<sup>3</sup> duly and timely filed Proofs of Claim against Delphi Automotive Systems, LLC (the "**Claims**"), in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481, originally assigned by the Original Creditor identified on the attached Schedule to Assignor's Immediate Prior Seller prior to the date hereof.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of April 31, 2006.

**ASSIGNEE:**

APS CLEARING, INC.  
a Delaware corporation

By: 

Name: Matthew Hamilton  
Title: Managing Director

**ASSIGNOR:**

ASLAN CAPITAL MASTER FUND, LP

By: \_\_\_\_\_

Name:

Title:

<sup>3</sup> Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

EXHIBIT A  
EVIDENCE OF TRANSFER

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Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

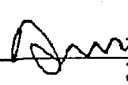
IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of April 21, 2006.

**ASSIGNEE:**

APS CLEARING, INC.  
a Delaware corporation

By: \_\_\_\_\_  
Name: Matthew Hamilton  
Title: Managing Director

**ASSIGNOR:**

ASLAN CAPITAL MASTER FUND, LP  
Signature: \_\_\_\_\_  
By:  \_\_\_\_\_  
Name: Bruce W. Gregory  
Title: Managing Director  
Phone: (212) 813-0675

<sup>3</sup> Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

EXHIBIT B  
SCHEDULE OF CLAIMS

Original Creditor	Assignor	Debtor	Proof of Claim No.'s	POC Amount	Schedule No.	Scheduled Amount
Engelhard Corporation	Aslan Capital Master Fund, LP	Delphi Automotive Systems, LLC	292 / 2049	\$ 4,019,539.03	1608536	\$ 4,233,181.81
TOTAL – 1 CLAIM				\$ 4,019,539.03		\$ 4,233,181.81